

APR 10 '12 -10 44 AM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Rd, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS NEXT DAY AIR

April 5, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Re: Documents for Rail Recordation

Re: **Memorandum of Lease Agreement**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (1) original and two (2) copies of a Memorandum of Lease Agreement dated January 12, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement duly filed with the Surface Transportation Board under primary Recordation Number 27252.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N River Road, Suite 5000
Rosemont, IL 60018

Lessee: Canadian National Railway Company
935 de La Gauchetiere St. West
Montreal, Quebec H3B 2M9
Canada

A description of the railroad equipment covered by the enclosed document is for fifty (50) hopper cars having SMW marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Documentation Specialist

Enclosures

(CN156-A)

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ASSIGN. NO. CN156-A

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE - RIDER NO. 39

THIS MEMORANDUM OF LEASE (the "Memorandum of Lease") is made and entered into as of January 12, 2012, by and between the Montreal branch of First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Canadian National Railway Company ("Lessee"), a Canadian corporation.

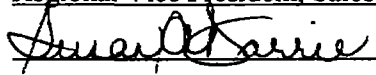
WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement dated as of January 1, 2004 (the "Agreement") and Rider No. 39 thereto dated as of January 12, 2012 (the "Rider") whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in on Exhibit A attached hereto and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider which are incorporated herein by reference.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

FIRST UNION RAIL CORPORATION

Name: Susan A. Barrie
Title: Regional Vice President, Sales
Signature: 

LESSEE:

CANADIAN NATIONAL RAILWAY COMPANY

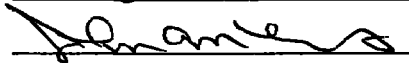
Name: John A.N. Lamont
Title: Sr. Manager, Asset Finance
Signature: 

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Fifty (50).

DESCRIPTION OF CARS: Covered hopper cars.

CAR NUMBERS:	SMW	840114	SMW	843967
	SMW	840378	SMW	844033
	SMW	840442	SMW	844049
	SMW	840678	SMW	844101
	SMW	840681	SMW	844187
	SMW	840700	SMW	847123
	SMW	840704	SMW	847138
	SMW	840971	SMW	850012
	SMW	840973	SMW	850117
	SMW	841065	SMW	850123
	SMW	842401	SMW	850128
	SMW	842421	SMW	850166
	SMW	842465	SMW	850182
	SMW	842474	SMW	850190
	SMW	842647	SMW	850241
	SMW	842991	SMW	850281
	SMW	842998	SMW	850435
	SMW	843186	SMW	850473
	SMW	843190	SMW	850482
	SMW	843211	SMW	850494
	SMW	843226	SMW	850613
	SMW	843905	SMW	850780
	SMW	843908	SMW	850781
	SMW	843955	SMW	850805
	SMW	843959	SMW	850991